

DEC 13 '99

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December 12, 1999

RECORDATION NO.

FILED

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TS

Mr. Vernon A. Williams, Secretary
 Surface Transportation Board
 1925 K Street, N.W. Room 704
 Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
 Leveraged Lease Locomotive Financing
BNSF 1999 A-3

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, an original copy of each of the documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

- (1) Termination of Memorandum of Lease Agreement (BNSF 1999 A-3), dated December 14, 1999, between TRAVERSE Verwaltungsgesellschaft mbH & Co. Vermietungs KG., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee");
- (2) Release of First Mortgage (BNSF 1999 A-3), dated December 14, 1999, between the Lessor, as mortgagor (the "Mortgagor"), the Lessee and First Security Bank, National Association, as security trustee (the "Security Trustee");
- (3) Termination of Trust Indenture and Security Agreement and Indenture Supplement No. 1 (BNSF 1999 A-3), dated December 14, 1999 between the Lessee and the Security Trustee;
- (4) Termination of Lessee Mortgage Agreement (BNSF 1999 A-3), dated December 14, 1999 between the Lessor and the Lessee; and
- (5) Termination of Memorandum of Lessor Security Agreement (BNSF 1999 A-3), dated December 14, 1999 between the Lessor, the Lessee and the Security Trustee.

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The names and addresses of the parties to the enclosed documents are as follows:

TERMINATION OF MEMORANDUM OF LEASE AGREEMENT

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131-2830

Lessor: TRAVERSE Verwaltungsgesellschaft mbH & Co.
Vermietungs KG
Unsoldstraße 2
80538 Munchen
Germany

RELEASE OF FIRST MORTGAGE

Mortgagor: TRAVERSE Verwaltungsgesellschaft mbH & Co.
Vermietungs KG
Unsoldstraße 2
80538 Munchen
Germany

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131-2830

Security Trustee: First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT AND INDENTURE
SUPPLEMENT NO. 1

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131-2830

Security Trustee: First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

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TERMINATION OF LESSEE MORTGAGE AGREEMENT

Lessor: TRAVERSE Verwaltungsgesellschaft mbH & Co.
Vermietungs KG
Unsoldstraße 2
80538 Munchen
Germany

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131-2830

TERMINATION OF MEMORANDUM OF LESSOR SECURITY AGREEMENT

Lessor: TRAVERSE Verwaltungsgesellschaft mbH & Co.
Vermietungs KG
Unsoldstraße 2
80538 Munchen
Germany

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131-2830

Security Trustee: First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

The description of the equipment covered as of the date hereof by the aforesaid Termination of Memorandum of Lease Agreement, Release of First Mortgage, Termination of Trust Indenture and Security Agreement and Indenture Supplement No. 1, Termination of Lessee Mortgage Agreement and the Termination of Memorandum of Lessor Security Agreement is as set forth on Exhibit A hereto.

A fee of one-hundred and thirty dollars (\$130.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

CHAPMAN AND CUTLER

A short summary of each of the documents to appear in the index follows:

(1) TERMINATION OF MEMORANDUM OF LEASE AGREEMENT:

Termination of Memorandum of Lease Agreement (BNSF 1999 A-3) between TRAVERSE Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, dated December 14, 1999, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(2) RELEASE OF FIRST MORTGAGE:

Release of First Mortgage (BNSF 1999 A-3) between TRAVERSE Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Mortgagor, Unsoldstraße 2, 80538 Munchen Germany, The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated December 14, 1999, covering the obligations of the Mortgagor and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(3) TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT AND INDENTURE SUPPLEMENT NO. 1:

Termination of Trust Indenture and Security Agreement and Indenture Supplement No. 1 (BNSF 1999 A-3) between The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated December 14, 1999, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(4) TERMINATION OF LESSEE MORTGAGE AGREEMENT:

Termination of Lessee Mortgage Agreement (BNSF 1999 A-3) between TRAVERSE Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, dated December 14, 1999, relating to the Lessor's performance of its obligations as described in the Lessee Mortgage.

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(5) TERMINATION OF MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (BNSF 1999 A-3) between TRAVERSE Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated December 14, 1999, relating to the Lessee's performance of its obligations as described in the Lessor Security Agreement.

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER

BY Karl T. Williams
Karl T. Williams

Enclosures

EXHIBIT A

EQUIPMENT	UNITS	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	18	BNSF 8833 through BNSF 8850, inclusive

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TERMINATION OF MEMORANDUM OF LEASE AGREEMENT

THIS TERMINATION OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 14, 1999, by and between TRAVERSE Verwaltungsgesellschaft mbH & Co. Vermietungs KG, a German limited liability partnership ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

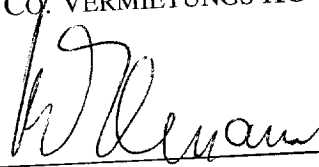
1. Lessor and Lessee have heretofore entered into that certain Lease Agreement (BNSF 1999 A-3), dated June 16, 1999, a Memorandum of which was duly recorded with the Surface Transportation Board on June 25, 1999 at 10:45 a.m. under Recordation Number 22208.

2. The Memorandum of Lease Agreement is terminated effective as of the date hereof with respect to the following locomotives:

<u>Number of Units</u>	<u>Description</u>	<u>Road Numbers</u>
18	General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	BNSF 8833 through BNSF 8850, inclusive

* * *

TRAVERSE VERWALTUNGSGESELLSCHAFT
MBH & CO. VERMIETUNGS KG

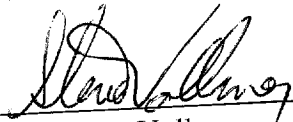
By: 

Name: Andreas Ahlmann

Title: Attorney in Fact

Executed on this 12th day of December, 1999.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By: 

Name: L. Steven Vollmer

Title: General Director - Finance

Executed on this 7th day of December, 1999.

ILLINOIS)
)
COOK) SS

On this, the 12th day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Andreas H. H. H. who being by me duly sworn, says that (s)he is the Attorney in fact of TRAVERSE VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG, that said instrument was signed on December 12, 1999 on behalf of said limited liability partnership by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability partnership.

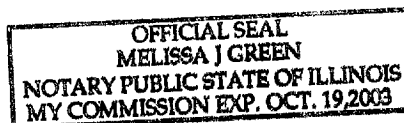
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Melissa J. Green
NOTARY PUBLIC

(Notarial Seal)

My Commission expires:

10-19-03



STATE OF TEXAS)
)
COUNTY OF TARRANT) SS

On this, the 7 day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director - Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 7, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Peggy Tuomey
NOTARY PUBLIC

(Notarial Seal)

My Commission expires:

10/20/2001

